

UNITED STATES DISTRICT COURT
SOUTHERN DISTRICT OF NEW YORK

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BAHAMAS HURRICANE RESTORATION FUND,

Plaintiff,

-v-

BANK OF AMERICA, N.A. *et al.*,

Defendants.
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23 Civ. 4933 (JPC)

ORDER

JOHN P. CRONAN, United States District Judge:

The Court has reviewed Plaintiff’s Second Amended Complaint. Dkt. 48 (“SAC”). Unfortunately, this new pleading still fails to remedy some of the jurisdictional defects that the Court identified during the June 27, 2024 conference on Plaintiff’s Amended Complaint. As a threshold matter, the SAC fails to abide by Federal Rule of Civil Procedure 8(a)(1), which requires a pleading to include “a short and plain statement of the grounds for the court’s jurisdiction.” The Court nevertheless cannot discern any federal claims from the SAC and assumes that, like the Amended Complaint, diversity jurisdiction under 28 U.S.C. § 1332 forms the basis of this case.


To that end, and as the Court explained at the conference, “a corporation is deemed to be a citizen both of the state in which it has been incorporated and the state in which it has its principal place of business.” *MinedMap, Inc. v. Northway Mining, LLC*, No. 21-1480-CV, 2022 WL 570082, at *2 (2d Cir. Feb. 25, 2022) (internal quotation marks omitted). Here, the SAC alleges neither Plaintiff’s state of incorporation nor its principal place of business, instead merely alleging an address in Washington, D.C. *See* SAC ¶ 1. The SAC also fails to allege Bank of America Merchant Services’ (“BOAMS”) state of incorporation. Even though BOAMS appears to have been dissolved, *id.* ¶ 8, the diversity jurisdiction analysis does not change for dissolved entities,

see Bates v. Offit Kurman Att'ys at Law LLP, No. 19 Civ. 2814 (KPF), 2019 WL 7067092, at *4 (S.D.N.Y. Dec. 23, 2019) (citing *Wm. Passalacqua Builders, Inc. v. Resnick Developers S., Inc.*, 933 F.2d 131, 141 (2d Cir. 1991)).

The Court therefore dismisses the SAC without prejudice. The Court will nevertheless afford Plaintiff one final opportunity to remedy these deficiencies through a third amended complaint. Plaintiff must file this pleading by August 9, 2024 if it chooses to proceed in this Court. If Plaintiff chooses not to file a third amended complaint or if the third amended complaint once again fails to establish subject matter jurisdiction, the Court will direct the Clerk of Court to close this case. In the meantime, given that the SAC does not assert any claims against Bank OZK, the Clerk of Court is respectfully directed to terminate Bank OZK as a party in this matter.

SO ORDERED.

Dated: August 6, 2024
New York, New York



JOHN P. CRONAN
United States District Judge